

SUBSTITUTION OF TRUSTEE

WHEREAS, on April 28, 1987, Senatobia Motor, Inn, Inc., a Mississippi Corporation, executed a Deed of Trust with Security Agreement and Assignment of Rents and Leases (the "Deed of Trust") to Betty S. Adams, Trustee, for the benefit of Delta Life and Annuity Company, which Deed of Trust is recorded in Deed of Trust Book 357 at Page 460 in the office of the Chancery Clerk of Tate County, Mississippi; and

WHEREAS, under the terms of the said Deed of Trust, the beneficiary thereunder is authorized and empowered to appoint and substitute another Trustee in the place of the Trustee named therein, at any time by writing, duly signed and acknowledged and recorded in the county where the premises are located; and

WHEREAS, said Delta Life and Annuity Company, as the beneficiary and holder of the Promissory Note secured by the aforesaid Deed of Trust, now desires to substitute William A. Baskin, of Desoto County, Mississippi, in the place and stead of the said Betty S. Adams, named as Trustee in the original Deed of Trust;

NOW, THEREFORE, Delta Life and Annuity Company, does hereby appoint and substitute William A. Baskin as Trustee in said Deed of Trust in the place and stead of the said Betty S. Adams.

WITNESS THE SIGNATURE of Delta Life and Annuity Company, acting by and through its duly authorized officer, this, the 23rd day of August, 1996.

STATE MS. - DESOTO CO. *mc*
vs

AUG 27 1 39 PM '96

BK 357 PG 460
W.E. DAVIS CH. CLK.

DELTA LIFE AND ANNUITY COMPANY

BY: Robert H. Harker

TITLE : Asst. Vice President

STATE OF

COUNTY OF

Tennessee
Shelby

PERSONALLY appeared before me, within my jurisdiction, the undersigned authority in and for the county and state aforesaid, Robert T. Threlkeld known to me to be the Assistant Vice President of Delta Life and Annuity Company, a Tennessee Corporation, formerly an Arkansas Corporation, who acknowledged to and before me that he signed, executed and delivered the foregoing instrument for and on behalf of said corporation, and its act and deed, after having been duly authorized so to do.

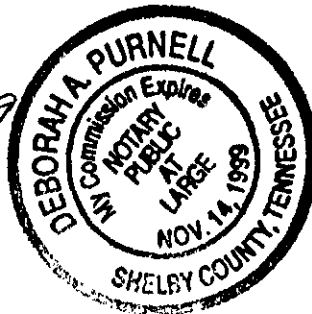
GIVEN under my hand and official seal, this the 23rd day of

August, 1996.

Deborah A. Purnell
NOTARY PUBLIC

My Commission Expires:

November 14, 1999



PREPARER'S STATEMENT AND INDEXING INSTRUCTIONS

TYPE OF INSTRUMENT:

Substitution of Trustee

PREPARER'S NAME AND ADDRESS:

William A. Baskin, Esq.
Holcomb Dunbar, P.A.
P.O. Box 190
Southaven, MS 38671

TENDERED FOR RECORDING BY (PLEASE RETURN TO):

William A. Baskin, Esq.
Holcomb Dunbar, P.A.
P.O. Box 190
Southaven, MS 38671